

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
Debtors.)	(Jointly Administered)

**SUMMARY OF EIGHTH INTERIM FEE APPLICATION OF PRIME CLERK LLC,
AS ADMINISTRATIVE AGENT TO THE DEBTORS, FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM MARCH 1, 2021 THROUGH JUNE 30, 2021**

Name of Applicant:	Prime Clerk LLC
Authorized to Provide Services as:	Administrative Agent
Date of Retention:	November 19, 2018 <i>nunc pro tunc</i> to October 15, 2018
Period for Which Compensation and Reimbursement is Sought:	March 1, 2021 through June 30, 2021 (“ Interim Fee Period ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$4,473.58

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Amount of Expense Reimbursement Sought: \$70.00

**Total Amount of Fees and Expense
Reimbursement Sought as Actual,
Reasonable and Necessary: \$4,543.58**

**Total Amount Sought to Be
Paid at This Time: \$3,387.14**

This is an: _____ monthly X interim _____ final application.

Prior Interim Fee Applications

DATE FILED; ECF NO.	PERIOD COVERED	REQUESTED		PAID OR TO BE PAID	
		Fees	Expenses	Fees (100%)	Expenses (100%)
4/15/19; Docket No. 3196	10/15/18 – 2/28/19	\$981.75	\$0.00	\$981.75	\$0.00
8/14/19; Docket No. 4840	3/1/19 – 6/30/19	\$30,579.85	\$0.00	\$30,579.85	\$0.00
12/13/19 Docket No. 6214	7/1/19 – 10/31/19	\$446,260.50	\$4,801.46	\$446,260.50	\$4,801.46
4/14/20 Docket No. 7814	11/1/19 – 2/29/20	\$199,823.43	\$813.47	\$199,823.43	\$813.47
8/14/20; Docket No. 8377	3/1/20 – 6/30/20	\$4,409.78	\$0.00	\$4,409.78	\$0.00
12/15/20; Docket No. 9185	7/1/20 – 10/31/20	\$15,731.87	\$70.00	\$15,731.87	\$70.00
4/14/21; Docket No. 9409	11/1/20 – 2/28/21	\$4,944.75	\$70.00	\$4,944.75	\$70.00
TOTAL		\$702,731.93	\$5,754.93	\$702,731.93	\$5,754.93

Prior Monthly Fee Statements Filed During the Interim Fee Period

Date Filed; Docket No.	Period Covered	Requested		Approved		Holdback (20%)
		Fees	Expenses	Fees	Expenses	
4/30/21; Docket No. 9454	3/1/21 – 3/31/21	\$1,358.05 (payment of 80% or \$1,086.44)	\$70.00	\$1,086.44 (80% of \$1,358.05)	\$70.00	\$271.61
6/30/21; Docket No. 9619	4/1/21 – 5/31/21	\$1,489.60 (payment of 80% or \$1,191.68)	\$0.00	\$1,191.68 (80% of \$1,489.60)	\$0.00	\$297.92

7/30/21; Docket No. 9698	6/1/21 – 6/30/21	\$1,625.93 (payment of 80% or \$1,300.75)	\$0.00	\$1,300.75 (80% of \$1,625.93)	\$0.00	\$325.18
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Summary of Hours Billed by Prime Clerk Employees During the Interim Fee Period

Prime Clerk Employee	Position of the Applicant	Total Hours	Hourly Rate	Total Fees Requested
Allen, Richard M	Director	1.90	\$266.20	\$505.78
Brunswick, Gabriel	Director	2.60	\$266.20	\$692.12
Weiner, Shira D	Director	0.20	\$266.20	\$53.24
Carpenter, Mary J	Solicitation Consultant	2.50	\$260.10	\$650.25
Crowell, Messiah L	Solicitation Consultant	0.20	\$260.10	\$52.02
Kesler, Stanislav	Solicitation Consultant	2.60	\$260.10	\$676.26
Plerqui, Justin	Solicitation Consultant	0.20	\$260.10	\$52.02
Zarzuela, Leonel	Solicitation Consultant	0.20	\$260.10	\$52.02
Porter, Christine C	Senior Consultant	12.70	\$235.90	\$2,995.93
Frans, Joudeleen	Consultant	1.10	\$211.70	\$232.87
Mapplethorp, James Andrew	Consultant	0.40	\$211.70	\$84.68
Gabriel, Ben	Consultant	0.60	\$205.70	\$123.42
Malen, Nicole	Consultant	1.30	\$169.40	\$220.22
TOTAL		26.50		\$6,390.83²
	BLENDED RATE		\$241.16	

Summary of Hours Billed by Subject Matter During the Interim Fee Period

Matter Description	Total Hours	Total Fees Requested
Ballots	0.80	\$208.08
Corporate Actions	2.30	\$598.23
Disbursements	18.70	\$4,495.52
Retention / Fee Application	4.70	\$1,089.00
TOTAL	26.50	\$6,390.83³

Summary of Expenses Incurred During the Interim Fee Period

Description	Total
Telephonic Hearings	\$70.00
TOTAL	\$70.00

^{2,3} This amount has been discounted to \$4,473.58 in accordance with the terms of Prime Clerk's retention. Taking into account this discount, the blended hourly rate is \$168.81.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ⁴)	Case No. 18-23538 (RDD)
Debtors.)	(Jointly Administered)

**EIGHTH INTERIM FEE APPLICATION OF PRIME CLERK LLC,
AS ADMINISTRATIVE AGENT TO THE DEBTORS, FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM MARCH 1, 2021 THROUGH JUNE 30, 2021**

Prime Clerk LLC (“**Prime Clerk**”), administrative agent to Sears Holdings Corporation and certain of its affiliates as debtors and debtors in possession (collectively, the “**Debtors**”), files this eighth interim fee application (the “**Application**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Rules (the “**Local Bankruptcy Rules**”) of the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) and the *Order Authorizing Procedures for Interim Compensation and*

⁴The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Reimbursement of Expenses of Professionals [Docket No. 796] (the “**Compensation Order**”), for payment of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for the interim period from March 1, 2021 through June 30, 2021 (the “**Interim Fee Period**”). In support of the Application, Prime Clerk respectfully represents as follows:

Jurisdiction

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1 and the Compensation Order.

Background

3. On October 15, 2018 (the “**Commencement Date**”), each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On October 16, 2018, this Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). An official committee of unsecured creditors was appointed in these chapter 11 cases on October 24, 2018. On April 22, 2019, the Court entered an order appointing an independent fee examiner [Docket No. 3307].

Retention of Prime Clerk

4. On November 19, 2018, the Court entered the *Order Pursuant to 11 U.S.C. § 327(a), Bankruptcy Rules 2014(a) and 2016(a), and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Prime Clerk LLC as Administrative Agent for the Debtors Nunc Pro Tunc to the Commencement Date* [Docket No. 812], which authorized the Debtors to employ and retain Prime Clerk as administrative agent *nunc pro tunc* to the Commencement Date in these chapter 11 cases.

Relief Requested

5. By this Application, Prime Clerk seeks allowance on an interim basis of compensation for professional services rendered to the Debtors during the Interim Fee Period in the aggregate amount of \$4,473.58, and for reimbursement of actual and necessary expenses incurred in connection with the rendering of such services in the aggregate amount of \$70.00, for a total aggregate amount of \$4,543.58. Itemized invoices for the Interim Fee Period are attached hereto as **Exhibit A**.

Monthly Compensation

6. Pursuant to the Compensation Order, Prime Clerk has previously submitted a description of the hours it spent rendering services to the Debtors during the Interim Fee Period and a request for allowance and payment of fees and expenses related to such services in its (i) *Monthly Fee Statement of Prime Clerk LLC, as Administrative Agent to the Debtors, for the Period from March 1, 2021 through March 31, 2021* [Docket No. 9454], (ii) *Combined Monthly Fee Statement of Prime Clerk LLC, as Administrative Agent to the Debtors, for the Period from April 1, 2021 through May 31, 2021* [Docket No. 9619], and (iii) *Monthly Fee Statement of Prime Clerk LLC, as Administrative Agent to the Debtors, for the Period from June 1, 2021 through June*

30, 2021 [Docket No. 9698] (each, a “**Monthly Fee Statement**,” and collectively, the “**Monthly Fee Statements**”).

7. All services for which compensation has been requested by Prime Clerk during the Interim Fee Period were performed for or on behalf of the Debtors. The fees and disbursements sought by this Application do not include any fees or disbursements that have been sought for services provided by Prime Clerk under the Notice and Claims Agent Retention Order,⁵ which provides for separate procedures for the payment of such fees and disbursements. Similarly, no fees or disbursements for services provided to the Debtors under the Notice and Claims Agent Retention Order has been sought by the Monthly Fee Statements or is being sought hereby.

8. Lastly, except to the extent of the advance paid to Prime Clerk (as described in the Prime Clerk LLC Engagement Letter between Prime Clerk and the Debtors) and payment of the fees and disbursements sought in the Monthly Fee Statements, Prime Clerk has neither sought nor received any payment or promises for payment from any source during the Interim Fee Period in connection with the matters described in this Application. Also, there is no agreement or understanding between Prime Clerk and any other person, other than the affiliates, partners, managers, directors and employees of Prime Clerk, for sharing of the compensation to be received for services rendered to the Debtors in these chapter 11 cases.

Summary of Professional Services Rendered

9. The professional services that Prime Clerk rendered during the Interim Fee Period are grouped by subject matter and summarized as follows:

⁵ The Notice and Claims Agent Retention Order is that certain *Order Pursuant to 11 U.S.C. § 105(a), 28 U.S.C. § 156(c), and Local Rule 5075-1 Appointing Prime Clerk LLC as Claims and Noticing Agent for the Debtors*, entered by the Court on October 16, 2018 [Docket No. 113].

- **Ballots**

Fees: \$208.08;⁶ Hours: 0.80

Ballots services provided included reviewing and analyzing certain ballots received in response to counsel inquiries related to plan solicitation.

- **Corporate Actions**

Fees: \$598.23; Hours: 2.30

Corporate Actions services provided included: (i) reviewing, analyzing, and performing quality assurance reviews of incoming administrative expense opt-out forms; and (ii) responding to inquiries from Debtors' counsel and other professionals regarding the administrative expense opt-out program.

- **Disbursements**

Fees: \$4,495.52; Hours: 18.70

Disbursements services provided included: (i) conferring and coordinating among the Prime Clerk case team, Debtors' counsel, and the Debtors' financial advisor regarding distributions; (ii) preparing and executing supplemental distributions by both check and wire payment; and (iii) performing quality assurance review of the distribution files

- **Retention / Fee Application**

Fees: \$1,089.00; Hours: 4.70

Retention / Fee Application services provided included drafting, revising and finalizing the Monthly Fee Statements and Prime Clerk's seventh interim fee application filed at Docket No. 9409.

⁶ All fee amounts indicated in paragraph 9 do not reflect the applied discount.

Summary of Expenses Incurred

10. In rendering the services described herein, Prime Clerk incurred actual and necessary expenses in the aggregate amount of \$70.00 during the Interim Fee Period for telephonic participation in hearings. Attached hereto as **Exhibit B** is a list of expenses incurred by Prime Clerk employees during the Interim Fee Period.

**Prime Clerk's Requested Fees and
Reimbursement of Expenses Should Be Allowed by this Court**

11. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered ... and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded ... the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

12. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested by Prime Clerk are fair and reasonable given

(a) the complexity of this case, (b) the time expended, (c) the rates charged for such services,

(d) the nature and extent of the services rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

13. In addition, Prime Clerk's hourly rates are set at a level designed to fairly compensate Prime Clerk for the work of its professionals and to cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

14. Lastly, Prime Clerk maintains computerized records of the time spent by employees of Prime Clerk in connection with its role as administrative agent to the Debtors. **Exhibit A** hereto: (i) identifies the employee that rendered services in each task category; (ii) describes each service such employee performed; (iii) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (iv) as applicable, lists the amount and type of expenses incurred.

Allowance of Compensation and Reimbursement of Expenses

15. Prime Clerk requests that it be allowed, on an interim basis, compensation for professional services rendered and reasonable and necessary expenses incurred during the Interim Fee Period in the aggregate amount of \$4,473.58 and \$70.00, respectively, for a total aggregate amount of \$4,543.58. It is possible that some time expended or expenses incurred during the Interim Fee Period are not reflected in this Application. Prime Clerk reserves the right to include such amounts in future fee applications.

Certification of Compliance and Waiver

16. The undersigned has reviewed the requirements of Rule 2016-1 of the Local Rules and that the Application substantially complies with that Local Rule. To the extent that the

Application does not comply in all respects with the requirements of Local Rule 2016-1, Prime Clerk believes that such deviations are not material and respectfully requests that any such requirements be waived.

Notice

17. Pursuant to the Compensation Order, this Application will be served upon the Fee Notice Parties (as defined in the Compensation Order). Prime Clerk submits, in light of the relief requested, no other or further notice is necessary.

Conclusion

WHEREFORE, Prime Clerk respectfully requests that the Court enter an order: (i) granting Prime Clerk interim allowance of compensation for professional services rendered in the aggregate amount of \$4,473.58, which represents 100% of the total compensation for professional services rendered by Prime Clerk during the Interim Fee Period; (ii) granting Prime Clerk reimbursement of \$70.00 for 100% of the actual and necessary costs and expenses incurred by Prime Clerk during the Interim Fee Period; (iii) authorizing and directing the Debtors to pay Prime Clerk \$4,543.58 (less any amounts previously paid) for professional services rendered and for actual and necessary expenses; and (iv) granting such other and further relief as is just and proper.

Dated: August 13, 2021
New York, New York

/s/ Shira D. Weiner
Shira D. Weiner
General Counsel
Prime Clerk LLC
One Grand Central Place
60 East 42nd Street, Suite 1440
New York, New York 10165
Phone: (212) 257-5450
sweiner@primeclerk.com

Administrative Agent to the Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
Debtors.)	(Jointly Administered)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF
EIGHTH INTERIM FEE APPLICATION OF PRIME CLERK LLC,
AS ADMINISTRATIVE AGENT TO THE DEBTORS, FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM MARCH 1, 2021 THROUGH JUNE 30, 2021**

I, Shira D. Weiner, hereby certify that:

1. I am the General Counsel of Prime Clerk LLC (“**Prime Clerk**”), administrative agent to Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”).

2. This certification is made in respect of Prime Clerk’s compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Bankruptcy Cases, effective as of February 5, 2013 (as adopted by General Order M-447) (the “**Local Guidelines**”), and the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330 effective January 30, 1996 (the “**UST Guidelines**” together with the Local Guidelines, the “**Fee Guidelines**”), in connection with Prime Clerk’s interim fee application (the “**Application**”) for allowance and approval of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for the period from March 1, 2021 through June 30, 2021 (the “**Interim Fee Period**”).

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and expenses sought fall within the Fee Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Prime Clerk and generally accepted by Prime Clerk’s clients; and
- (d) in seeking the reimbursement of expenses described in the Application, Prime Clerk did not make a profit on those services, whether performed by Prime Clerk in-house or through a third party.

4. In respect of Section B.2 of the Local Guidelines, I certify that Prime Clerk has provided the U.S. Trustee, the Debtors and their attorneys, and counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) with a statement of Prime Clerk’s fees and expenses accrued during the Interim Fee Period.

5. In respect of Section B.3 of the Local Guidelines, I certify that the Debtors, its attorneys, counsel to the Committee and the U.S. Trustee are each being provided with a copy of the Application.

6. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: August 13, 2021
New York, New York

/s/ Shira D. Weiner
Shira D. Weiner
General Counsel
Prime Clerk LLC
One Grand Central Place
60 East 42nd Street, Suite 1440
New York, New York 10165
Phone: (212) 257-5450
sweiner@primeclerk.com

Administrative Agent to the Debtors

Exhibit A

Fee Detail



One Grand Central Place
60 East 42nd Street, Suite 1440
New York, NY 10165

primeclerk.com

Hourly Fees by Employee through March 2021

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
BG	Gabriel, Ben	CO - Consultant	0.60	\$205.70	\$123.42
JFR	Frans, Joudeleen	CO - Consultant	1.10	\$211.70	\$232.87
CHP	Porter, Christine C	SC - Senior Consultant	2.20	\$235.90	\$518.98
RMA	Allen, Richard M	DI - Director	1.60	\$266.20	\$425.92
GB	Brunswick, Gabriel	DI - Director	2.20	\$266.20	\$585.64
SW	Weiner, Shira D	DI - Director	0.20	\$266.20	\$53.24
TOTAL:			7.90		\$1,940.07

Hourly Fees by Task Code through March 2021

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
DISB	Disbursements	4.90	\$1,177.77
RETN	Retention / Fee Application	3.00	\$762.30
TOTAL:		7.90	\$1,940.07

Sears Holdings Corporation

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Invoice #: 15091

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
03/01/21	CHP	SC	Quality assurance review of distribution database	Disbursements	0.80
03/01/21	JFR	CO	Prepare and format distribution check file	Disbursements	0.50
03/01/21	JFR	CO	Review emails and documents related to distributions	Disbursements	0.20
03/01/21	RMA	DI	Confer and correspond with P. Morris and T. Kim (M-III) re past disbursements	Disbursements	0.20
03/01/21	RMA	DI	Coordinate and prepare wire report for 2020	Disbursements	0.70
03/01/21	RMA	DI	Quality assurance review of supplemental disbursement	Disbursements	0.50
03/02/21	CHP	SC	Quality assurance review of distribution database	Disbursements	0.40
03/02/21	JFR	CO	Confer and correspond with M-III re distribution checks	Disbursements	0.20
03/03/21	JFR	CO	Confer and correspond with Evolve re distribution checks	Disbursements	0.10
03/03/21	JFR	CO	Confer and correspond with M-III re distribution check file	Disbursements	0.10
03/04/21	RMA	DI	Confer and correspond with P. Morris (M-III) re past disbursements	Disbursements	0.20
03/08/21	CHP	SC	Confer and correspond with T. Kim (M-III) re creditor inquiry related to distributions	Disbursements	0.20
03/09/21	CHP	SC	Confer and correspond with T. Kim (M-III) re distribution inquiries	Disbursements	0.20
03/16/21	CHP	SC	Quality assurance review of distribution database	Disbursements	0.20
03/21/21	GB	DI	Draft monthly fee statement	Retention / Fee Application	0.50
03/22/21	SW	DI	Review and revise monthly fee statement	Retention / Fee Application	0.20
03/29/21	CHP	SC	Confer and correspond with T. Kim (M-III) re returned check	Disbursements	0.20
03/30/21	BG	CO	Review and file monthly fee application	Retention / Fee Application	0.60
03/31/21	CHP	SC	Confer and correspond with T. Coletta (M-III) re check register	Disbursements	0.20
03/31/21	GB	DI	Draft interim fee application	Retention / Fee Application	1.70
Total Hours					7.90

Expense Detail

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
Telephonic Hearing			\$70.00

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Total Expenses	\$70.00
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Hourly Fees by Employee through April 2021

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
CHP	Porter, Christine C	SC - Senior Consultant	1.70	\$235.90	\$401.03
MJCA	Carpenter, Mary J	SA - Solicitation Consultant	2.50	\$260.10	\$650.25
MLC	Crowell, Messiah L	SA - Solicitation Consultant	0.20	\$260.10	\$52.02
JPL	Plerqui, Justin	SA - Solicitation Consultant	0.20	\$260.10	\$52.02
LZ	Zarzuela, Leonel	SA - Solicitation Consultant	0.20	\$260.10	\$52.02
RMA	Allen, Richard M	DI - Director	0.30	\$266.20	\$79.86
GB	Brunswick, Gabriel	DI - Director	0.40	\$266.20	\$106.48
TOTAL:			5.50		\$1,393.68

Hourly Fees by Task Code through April 2021

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
BALL	Ballots	0.80	\$208.08
CORP	Corporate Actions	2.30	\$598.23
DISB	Disbursements	2.00	\$480.89
RETN	Retention / Fee Application	0.40	\$106.48
TOTAL:		5.50	\$1,393.68

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Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
04/01/21	CHP	SC	Quality assurance review of distribution check file	Disbursements	0.20
04/07/21	JPL	SA	Review and analyze administrative expense opt-out forms for validity	Corporate Actions	0.20
04/08/21	RMA	DI	Confer and correspond with W. Murphy and T. Coletta (M-III) re upcoming wire	Disbursements	0.20
04/09/21	CHP	SC	Coordinate wire payment transfer from distribution account	Disbursements	0.30
04/09/21	RMA	DI	Prepare and execute supplemental wire	Disbursements	0.10
04/13/21	CHP	SC	Confer and correspond with T. Kim (M-III) re creditor inquiry	Disbursements	0.20
04/16/21	LZ	SA	Record receipt and timeliness of incoming administrative expense opt-out forms	Corporate Actions	0.20
04/16/21	MJCA	SA	Review administrative expense opt-out forms received and respond to inquiries related to the same	Corporate Actions	1.70
04/19/21	MJCA	SA	Review ballots received in response to counsel inquiries related to Plan solicitation	Ballots	0.80
04/20/21	CHP	SC	Confer and correspond with T. Coletta (M-III) re distributions	Disbursements	0.30
04/20/21	CHP	SC	Coordinate check payment from distribution account	Disbursements	0.30
04/20/21	GB	DI	Draft monthly fee statement	Retention / Fee Application	0.40
04/21/21	CHP	SC	Coordinate check payment from distribution account	Disbursements	0.30
04/22/21	CHP	SC	Confer and correspond with A. Detrick (M-III) re check summary	Disbursements	0.10
04/29/21	MLC	SA	Quality assurance review of administrative expense opt-out forms	Corporate Actions	0.20
Total Hours					5.50



Hourly Fees by Employee through May 2021

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
CHP	Porter, Christine C	SC - Senior Consultant	1.90	\$235.90	\$448.21
STK	Kesler, Stanislav	SA - Solicitation Consultant	1.10	\$260.10	\$286.11
TOTAL:			3.00		\$734.32

Hourly Fees by Task Code through May 2021

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
DISB	Disbursements	3.00	\$734.32
TOTAL:		3.00	\$734.32

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Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
05/12/21	CHP	SC	Confer and correspond with C. McMahan (Evolve) re distribution account	Disbursements	0.20
05/12/21	CHP	SC	Confer and correspond with T. Coletta (M-III) re distribution account	Disbursements	0.20
05/13/21	CHP	SC	Confer and correspond with A. Detrick (M-III) re distribution account	Disbursements	0.30
05/13/21	CHP	SC	Confer and correspond with C. McMahan (Evolve) re distribution account	Disbursements	0.20
05/13/21	CHP	SC	Quality assurance review of distribution database	Disbursements	0.20
05/13/21	STK	SA	Review and respond to inquiry from M. Buschmann (Weil) related to Sears administrative expense claims consent program	Disbursements	0.80
05/18/21	STK	SA	Review and respond to inquiry from M. Buschmann (Weil) related to Sears administrative expense claims consent program	Disbursements	0.30
05/19/21	CHP	SC	Confer and correspond with M. Korycki (M-III Partners) re incoming wire payment	Disbursements	0.20
05/25/21	CHP	SC	Coordinate check payment from distribution account	Disbursements	0.40
05/26/21	CHP	SC	Coordinate check payment from distribution account	Disbursements	0.20
Total Hours					3.00



Hourly Fees by Employee through June 2021

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
NIMA	Malen, Nicole	CO - Consultant	1.30	\$169.40	\$220.22
JAMA	Mapplethorp, James Andrew	CO - Consultant	0.40	\$211.70	\$84.68
CHP	Porter, Christine C	SC - Senior Consultant	6.90	\$235.90	\$1,627.71
STK	Kesler, Stanislav	SA - Solicitation Consultant	1.50	\$260.10	\$390.15
TOTAL:			10.10		\$2,322.76

Hourly Fees by Task Code through June 2021

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
DISB	Disbursements	8.80	\$2,102.54
RETN	Retention / Fee Application	1.30	\$220.22
TOTAL:		10.10	\$2,322.76

Sears Holdings Corporation

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Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
06/03/21	CHP	SC	Confer and correspond with P. Morris (M-III) re distribution	Disbursements	0.20
06/04/21	CHP	SC	Coordinate wire payment transfer from distribution account	Disbursements	0.20
06/07/21	CHP	SC	Coordinate wire payments transfers from distribution account	Disbursements	0.60
06/07/21	CHP	SC	Confer and correspond with A. Detrick (M-III) re distribution account	Disbursements	0.20
06/07/21	JAMA	CO	Prepare outgoing distribution wires	Disbursements	0.40
06/15/21	CHP	SC	Confer and correspond with O. Bitman (Prime Clerk) re distribution check	Disbursements	0.20
06/16/21	NIMA	CO	Draft monthly fee application	Retention / Fee Application	1.30
06/22/21	CHP	SC	Quality assurance review of distribution database	Disbursements	3.60
06/22/21	CHP	SC	Coordinate wire payment from distribution account	Disbursements	0.20
06/22/21	CHP	SC	Confer and correspond with C. McMahan (Evolve) re distribution checks	Disbursements	0.40
06/22/21	CHP	SC	Confer and correspond with A. Detrick (M-III) re distributions	Disbursements	0.30
06/23/21	CHP	SC	Coordinate wire payment from distribution account	Disbursements	0.30
06/23/21	CHP	SC	Confer and correspond with C. McMahan (Evolve) re distribution checks	Disbursements	0.20
06/23/21	CHP	SC	Confer and correspond with A. Detrick (M-III) re distribution checks	Disbursements	0.20
06/24/21	STK	SA	Review and respond to inquiry from A. Detrick (M-III) related to administrative opt-in opt-out event	Disbursements	0.50
06/29/21	CHP	SC	Quality assurance review of distribution database	Disbursements	0.30
06/29/21	STK	SA	Review and respond to inquiry from A. Detrick (M-III) related to administrative opt-in opt-out event	Disbursements	0.50
06/30/21	STK	SA	Review and respond to inquiry from A. Detrick (M-III) related to administrative opt-in opt-out event	Disbursements	0.50
Total Hours					10.10

Exhibit B

Detail of Expenses Incurred by Prime Clerk Employees During the Statement Period

Employee Name	Date	Expense Type	Amount
Brunswick, Gabriel	2/23/2021	Telephonic Hearing	\$70.00
TOTAL			\$70.00